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| United States Bankruptcy Court Southern District of New York | | | | | Voluntary Petition | | | | |
| Name of Debtor (if individual, enter Last, First, Middle): Metro-Goldwyn-Mayer Studios Inc. | | | | | Name of Joint Debtor (Spouse) (Last, First, Middle): | | | | |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): | | | | | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): | | | | |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 95-4452285 | | | | | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): | | | | |
| Street Address of Debtor (No. and Street, City, and State): 10250 Constellation Blvd. Los Angeles, CA ZIP CODE 90067 | | | | | Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE | | | | |
| County of Residence or of the Principal Place of Business: Los Angeles County | | | | | County of Residence or of the Principal Place of Business: | | | | |
| Mailing Address of Debtor (if different from street address): ZIP CODE | | | | | Mailing Address of Joint Debtor (if different from street address): ZIP CODE | | | | |
| Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE | | | | | | | | | |
| Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____ | | | Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Entertainment Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). | | | Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as “incurred by an individual primarily for a personal, family, or house- hold purpose.” <input checked="" type="checkbox"/> Debts are primarily business debts. | | | |
| Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court’s consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court’s consideration. See Official Form 3B. | | | | | Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor’s aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). | | | | |
| Statistical/Administrative Information (statistical information provided on a consolidated basis) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. | | | | | | | | | THIS SPACE IS FOR COURT USE ONLY |
| Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input checked="" type="checkbox"/> Over 100,000 | | | | | | | | | |
| Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion | | | | | | | | | |
| Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion | | | | | | | | | |

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| Voluntary Petition <i>(This page must be completed and filed in every case.)</i> | | Name of Debtor(s): Metro-Goldwyn-Mayer Studios Inc. | |
| All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.) | | | |
| Location Where Filed: | Case Number: | Date Filed: | |
| Location Where Filed: | Case Number: | Date Filed: | |
| Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.) | | | |
| Name of Debtor: See attached Annex 1 | Case Number: | Date Filed: | |
| District: Southern District of New York | Relationship: | Judge: | |
| <p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> | | <p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p> | |
| Exhibit C | | | |
| Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? | | | |
| <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. | | | |
| <input checked="" type="checkbox"/> No. | | | |
| Exhibit D | | | |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) | | | |
| <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. | | | |
| If this is a joint petition: | | | |
| <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition. | | | |
| Information Regarding the Debtor - Venue (Check any applicable box.) | | | |
| <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. | | | |
| <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. | | | |
| <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. | | | |
| Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) | | | |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) | | | |
| <div style="text-align: right;">_____</div> (Name of landlord that obtained judgment) | | | |
| <div style="text-align: right;">_____</div> (Address of landlord) | | | |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and | | | |
| <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. | | | |
| <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)). | | | |

Voluntary Petition*(This page must be completed and filed in every case.)*

Name of Debtor(s):

Metro-Goldwyn-Mayer Studios Inc.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Jay M. Goffman

Signature of Attorney for Debtor(s)

Jay M. Goffman

Printed Name of Attorney for Debtor(s)

Skadden, Arps, Slate, Meagher & Flom LLP

Firm Name

Four Times Square

Address

New York, New York 10036

(212) 735-3000

Telephone Number

11/2/2010

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Stephen F. Cooper

Signature of Authorized Individual

Stephen F. Cooper

Printed Name of Authorized Individual

Member of the Office of the CEO

Title of Authorized Individual

11/2/2010

Date

Annex 1
SCHEDULE OF DEBTORS

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Substantially contemporaneously with the filing of these petitions, these entities filed a motion requesting that their respective chapter 11 cases be jointly administered for procedural purposes only.

| DEBTOR (Other names used by the Debtor) | TAX ID NO |
|--|-------------------|
| Aidart Distributors Corp. | 13-6135491 |
| Aidart Pictures, Inc. | 13-6135384 |
| Albino Alligator Productions, Inc. | 95-4533875 |
| Alpha Library Company, Inc. | 95-4590796 |
| Altar Productions, Inc. | 95-3928257 |
| American International Pictures, Inc. | 95-3898645 |
| Ameriglad Holdings LLC | 39-2070618 |
| Backlot Productions Inc. | 95-4860998 |
| Band Films, Inc. | 95-3879273 |
| Beginning To Roar Inc. | 95-4662104 |
| Beta Library Company, Inc. | 95-4630381 |
| Beverly Hills Ninja Productions, Inc. | 95-4548625 |
| Brighton Productions, Inc. | 95-3312978 |
| Candantino Music, Inc. | 52-1602101 |
| Canzone Music, Inc. | 13-2624793 |
| Carcassonne Productions Inc. | 56-2334777 |
| Charles Band Films, Inc. | 95-3948813 |
| Cosmic Title Corp. | 95-4624439 |
| Days Picture Corporation | 13-6135419 |
| Dayton Film Productions, Inc. | 95-3408062 |
| Delta Library Company, Inc. | 95-4550364 |
| Delta Library Holdings, Inc. | 95-4550362 |
| Domestic Library Acquisition, LLC | 95-4823504 |
| Donna Music Publications | 95-6080697 |
| El Paso Films LLC | No EIN Applicable |
| Empire Entertainment, Inc. | 95-3979268 |
| Epic Pictures Enterprises, Inc. | 95-4158563 |
| Epsilon Library Company, Inc. | 95-4595687 |
| F.P. Productions | 95-2041603 |
| Famous Artists Agency, Inc. | 95-0729360 |
| Famous Artists Productions, Inc. | 95-1906073 |

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| First Walnut Inc. | 95-4671828 |
| Flipper Productions, Inc. | 95-1782000 |
| Foreign Library Acquisition LLC | 95-4823506 |
| G-2 Entertainment Company | 95-4438510 |
| G26 Company | 95-4704218 |
| Gamma Library Company, Inc. | 95-4613426 |
| Ghoulies Productions, Inc. | 95-3887449 |
| Grand Talk Inc. | 95-4640421 |
| Heritage Entertainment, Inc. | 95-4053860 |
| Ivan Tors Music, Inc. | 95-2511516 |
| JH Productions Inc. | 95-2496446 |
| Lambda Library Company, Inc. | 95-4617880 |
| Lexyn Productions, Inc. | 95-3929055 |
| Lion Independent Television Inc. | 95-4032675 |
| Lopert Pictures Corporation | 13-1923659 |
| Maple Street Entertainment Inc. | 95-4431927 |
| Massachusetts Productions LLC | 94-3469889 |
| MCEG Sterling Computer Services | 95-4140553 |
| MCEG Sterling Development | 95-4126070 |
| MCEG Sterling Entertainment | 95-2214871 |
| MCEG Sterling Productions | 95-4180219 |
| Media Resources Credit Corporation | 13-3528381 |
| Metro Pictures Corporation of America | 95-3993708 |
| Metro-Goldwyn-Mayer Animation Inc. | 13-1828183 |
| Metro-Goldwyn-Mayer Distribution Co. | 95-4486465 |
| Metro-Goldwyn-Mayer Home Entertainment LLC | 57-1148596 |
| Metro-Goldwyn-Mayer Inc. | 95-4605850 |
| Metro-Goldwyn-Mayer India, Ltd. | 13-6067411 |
| Metro-Goldwyn-Mayer Interactive Productions Inc. | 95-4624446 |
| Metro-Goldwyn-Mayer Lion Corp. | 95-4069019 |
| Metro-Goldwyn-Mayer Motion Picture Co. | 13-6067407 |
| Metro-Goldwyn-Mayer Music Inc. | 95-4599144 |
| Metro-Goldwyn-Mayer of China, Inc. | 13-6067416 |
| Metro-Goldwyn-Mayer Online Inc. | 95-4599142 |
| Metro-Goldwyn-Mayer Overseas Inc. | 95-4553054 |
| Metro-Goldwyn-Mayer Pictures Inc. | 95-4158381 |
| Metro-Goldwyn-Mayer Studios Inc. | 95-4452285 |
| MGM and UA Services Company | 95-4504664 |
| MGM Development Inc. | 13-1896288 |
| MGM Digital Development Inc. | 82-0538570 |
| MGM Direct Inc. | 95-4755519 |
| MGM Domestic Digital Media Inc. | 38-3745458 |
| MGM Domestic Networks LLC | 37-1553966 |
| MGM Domestic Television Distribution LLC | 95-4667114 |
| MGM Domestic TV Networks LLC | 80-0195553 |

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| MGM Franchise Film Co. LLC | 36-4641196 |
| MGM Global Holdings Inc. | 95-4640420 |
| MGM HD Productions LLC | 37-1553969 |
| MGM Holdings Inc. | 56-2500545 |
| MGM Holdings II Inc. | 56-2500553 |
| MGM Home Entertainment Distribution Corp. | 95-4704219 |
| MGM Interactive Inc. | 95-4599140 |
| MGM International Digital Media Inc. | 32-0185923 |
| MGM International Television Distribution Inc. | 95-4599146 |
| MGM LAPTV LLC | 57-1148600 |
| MGM Lion Prints LLC | 90-0111624 |
| MGM ME Inc. | 95-4845950 |
| MGM Middle East Co. | 95-4827252 |
| MGM Networks Inc. | 95-4599139 |
| MGM Networks U.S. Inc. | 02-0615668 |
| MGM NMOC LLC | No EIN Applicable |
| MGM North America Holdings Inc. | 95-4798180 |
| MGM On Demand Inc. | 95-4877733 |
| MGM Super Productions Inc. | 95-4645760 |
| MGM Television Australia Inc. | 95-4566697 |
| MGM Television Entertainment Inc. | 95-4495886 |
| MGM/UA, Inc. | 95-4114327 |
| Midnight Blue Productions, Inc. | 95-4550624 |
| Musicways, Inc. | 95-2980079 |
| NSNA Co. | 95-4708219 |
| Omega Library Company, Inc. | 13-4051773 |
| OPC Music Publishing, Inc. | 95-2581750 |
| Orion Film Classics Company | 95-3441269 |
| Orion Home Entertainment Corporation | 22-2683277 |
| Orion Music Publishing, Inc. | 95-2980080 |
| Orion Pictures Corporation | 95-4556565 |
| Orion Pictures Distribution Corporation | 95-3304776 |
| Orion Pictures Library Acquisition Co., Inc. | 95-4717564 |
| Orion Productions Company | 95-4474270 |
| Orion TV Productions, Inc. | 13-1845120 |
| P & F Acquisition Corp. | 95-4671825 |
| Panther & Pals LLC | 39-2070615 |
| Partnership Picture Corp. | 13-6135506 |
| Pathe Entertainment Moviesongs, Inc. | 95-4311605 |
| Pathe Entertainment Music, Inc. | 95-4286954 |
| Pathe Films Inc. | 13-2986269 |
| Pathe Releasing Corp. | 95-4016244 |
| Pathe TS, Inc. | 95-4059724 |
| PFE Library Acquisition Company, Inc. | 95-4667397 |
| Purple Photoplays, Inc. | 13-6135516 |

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| Red Corner Production Inc. | 95-4566696 |
| Sarafilms Productions Inc. | 73-1688750 |
| She Spies Inc. | 82-0538571 |
| Sigma Library Company, Inc. | 95-4544038 |
| Singles Productions, Inc. | 95-4132051 |
| Tangled Web Productions Inc. | 95-4612384 |
| Taryn Productions, Inc. | 95-4029289 |
| The Azimuth Company, Inc. | 95-1954392 |
| The Mirisch Corporation of Delaware | 95-2217975 |
| The War At Home Productions, Inc. | 95-4545415 |
| THIS Network LLC | 32-0257547 |
| Three P Holdings LLC | 39-2070611 |
| Three Pictures Corporation | 94-1712157 |
| Time Production Inc. | 32-0015217 |
| Turbo Productions Inc. | 95-4890066 |
| U.A. of Brazil, Inc. | 13-1861300 |
| U/A Music, Inc. | 95-3896686 |
| United Artists China, Inc. | 13-1690539 |
| United Artists Corporation | 95-4080805 |
| United Artists Corporation of Egypt | 13-6117113 |
| United Artists Corporation of Puerto Rico | 13-6117082 |
| United Artists Europa, Inc. | 13-2668608 |
| United Artists Films (Mr. Accident) Inc. | 95-4705814 |
| United Artists Films Company | 95-4140289 |
| United Artists Films Inc. | 95-4669459 |
| United Artists Music (Belgium), Inc. | 13-2920328 |
| United Artists Music Inc. | 95-4861000 |
| United Artists Overseas, Inc. | 13-6119153 |
| United Artists Pictures Inc. | 13-1424060 |
| United Artists Productions Inc. | 95-4566698 |
| United Artists Records Inc. | 95-4861002 |
| United Artists Television Corp. | 13-1686624 |
| United Lion Music, Inc. | 95-3896688 |
| Ventura/Gloria Films Inc. | 95-4781258 |
| Virgin Vision, Inc. | 95-4035628 |
| Wargames II Productions Inc. | 95-4827250 |
| Webspinner Inc. | 95-4624449 |
| Wizard Video, Inc. | 95-3585047 |
| Zeta Library Company, Inc. | 13-4009714 |

METRO-GOLDWYN-MAYER STUDIOS INC.

Secretary's Certificate

The undersigned, being the Secretary of Metro-Goldwyn-Mayer Studios Inc., a Delaware corporation (the "Company"), does hereby certify as follows:

Attached hereto as Annex A is a true, correct, and complete copy of resolutions duly adopted by the board of directors (the "Board") of the Company on October 24, 2010 (the "Resolutions"), and such Resolutions have not been modified or rescinded and are in full force and effect.

IN WITNESS WHEREOF, the undersigned, has executed and caused this certificate to be delivered as of October 31, 2010.

METRO-GOLDWYN-MAYER STUDIOS INC.

By: /s/ Scott Packman
Name: Scott Packman
Title: Executive Vice President,
General Counsel and Secretary

ANNEX A

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
METRO-GOLDWYN-MAYER STUDIOS INC.**

RESOLVED, that in the judgment of the Board it is desirable and in the best interests of the Company, its creditors, stakeholders and other interested parties, that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it is further

RESOLVED, that the filing by this Company for relief under Chapter 11 of the Bankruptcy Code is hereby authorized and approved; and it is further

RESOLVED, that, effective immediately, Stephen F. Cooper be, and hereby is, appointed as Vice President of the Company, to serve until his successor has been elected or appointed and qualified, or until his earlier death, resignation or removal; and it is further

RESOLVED, that any officer of the Company (each an "Authorized Officer") is hereby authorized and directed on behalf of, and in the name of, the Company to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time as said officers executing the same shall determine and in such form or forms as such Authorized Officer may approve; and it is further

RESOLVED, that MGM Holdings Inc., MGM Holdings II Inc., and Metro-Goldwyn-Mayer Inc. are hereby appointed as agents of the Company in connection with the Chapter 11 case; and it is further

RESOLVED, that MGM Holdings Inc., MGM Holdings II Inc., Metro-Goldwyn-Mayer Inc., and any Authorized Officer are hereby authorized on behalf of, and in the name of, the Company to execute any and all plans of reorganization under Chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court at such time as said Authorized Officer executing the same shall determine; and it is further

RESOLVED, that any Authorized Officer is authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, reports and other papers, and to take any and all such other and further actions which the Authorized Officer or the Company's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under

Chapter 11, and to take any and perform any and all further acts and deeds which they deem necessary, proper, and desirable in connection with the Chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, and its affiliated law practice entities be, and hereby are, employed under a general retainer to render legal services to, and to represent, the Company in connection with the Chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the law firm of Klee, Tuchin, Bogdanoff & Stern LLP be, and hereby is, employed under a general retainer to render legal services to, and to represent, the Company in connection with the Chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the firm of Moelis & Company be, and hereby is, employed as financial advisor for the Company in connection with the Chapter 11 case, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that any Authorized Officer is hereby authorized on behalf of, and in the name of, the Company to continue to employ CAIR Management, LLC, Stephen F. Cooper, and Zolfo Cooper Management, LLC under the existing Services Agreement dated August 12, 2009, as amended; and it is further

RESOLVED, that any Authorized Officer is hereby authorized and empowered to employ and retain any other professionals necessary or desirable to assist or represent the Company in connection with the Chapter 11 case, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that any Authorized Officer is authorized and directed on behalf of the Company to take such actions and to make, sign, execute, acknowledge and deliver (and record in a relevant office of the county clerk, if necessary) any and all agreements (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements or other instruments as may reasonably be required to give effect to the foregoing Resolutions, and to fully perform the terms and provisions thereof; and it is further

RESOLVED, that to the extent that any of the actions authorized by any of the foregoing Resolutions have been taken by the Authorized Officers on behalf of the Company such actions are hereby ratified and confirmed in their entirety.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| | : |
| In re: | : Chapter 11 |
| | : |
| METRO-GOLDWYN-MAYER STUDIOS | : Case No. 10- |
| INC., | : |
| | : |
| Debtor. | : (Motion for Joint Administration Pending) ¹ |
| | : |
| ----- | x |

CONSOLIDATED LIST OF CREDITORS
HOLDING 50 LARGEST UNSECURED CLAIMS

A list of the creditors holding the fifty (50) largest unsecured claims against the above-captioned debtor and certain of its affiliates (collectively, the "Debtors") as of approximately October 31, 2010 is included with the chapter 11 petition of the above-captioned debtor's affiliate, MGM Holdings Inc., filed contemporaneously herewith.

¹ The Debtors have filed a motion requesting that the Debtors' respective chapter 11 cases be jointly administered for procedural purposes only under the bankruptcy case of Metro-Goldwyn-Mayer Studios Inc., et al.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re: : Chapter 11
:
METRO-GOLDWYN-MAYER STUDIOS : Case No. 10-
INC., :
:
Debtor. : (Motion for Joint Administration Pending)¹
:
----- X

**CORPORATE OWNERSHIP STATEMENT OF METRO-GOLDWYN-MAYER
STUDIOS INC.**

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York, the above-captioned debtor submits the following information:

MGM Holdings Inc. ("Holdings"), a debtor and debtor in possession, is the direct or indirect corporate owner of each of the other debtors and debtors in possession in these chapter 11 cases (collectively, including Holdings, the "Debtors"). For a list of the direct corporate owner(s) of each of the Debtors, refer to the corporate ownership statement included with the chapter 11 petition of Holdings, filed contemporaneously herewith.

¹ The Debtors have filed a motion requesting that the Debtors' respective chapter 11 cases be jointly administered for procedural purposes only under the bankruptcy case of Metro-Goldwyn-Mayer Studios Inc., et al.

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

I, Stephen F. Cooper, a member of the Office of the Chief Executive Officer of MGM Holdings Inc., a Delaware corporation, declare under penalty of perjury that I have read the foregoing corporate ownership statement and that it is true and correct to the best of my knowledge, information and belief.

Dated: November 2, 2010

By: /s/ Stephen F. Cooper

Name: Stephen F. Cooper

Title: Member of the Office of the Chief
Executive Officer

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re: : Chapter 11
:
METRO-GOLDWYN-MAYER STUDIOS : Case No. 10-
INC., :
:
Debtor. : (Motion for Joint Administration Pending)¹
:
----- X

LIST OF EQUITY SECURITY HOLDERS

In accordance with Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor submits the following information:

MGM Holdings Inc. ("Holdings"), a debtor and debtor in possession, is the direct or indirect parent of each of the other debtors in these chapter 11 cases (collectively, including Holdings, the "Debtors"). The holders of equity for each of the Debtors (other than the holders of equity in Holdings) are debtors and debtors in possession herein. The address for each of the Debtors is 10250 Constellation Blvd., Los Angeles, CA 90067. For a list of the direct equity holder(s) of each of the Debtors, refer to the equity list included with the chapter 11 petition of Holdings, filed contemporaneously herewith.

¹ The Debtors have filed a motion requesting that the Debtors' respective chapter 11 cases be jointly administered for procedural purposes only under the bankruptcy case of Metro-Goldwyn-Mayer Studios Inc., et al.